

1502 Application for a Certificate of Public Convenience And Advantage Pursuant to 5 Del. C. §1513

Formerly Regulation No.: 5.1513.0002

Effective Date: December 8, 1995

Any application made to the State Bank Commissioner pursuant to §1513 of Title 5, **Delaware Code**, shall be submitted on the form appended hereto and accompanied by all documents called for by such form. A non_refundable investigation fee of One Thousand One Hundred and Fifty Dollars, payable to the "Office of the State Bank Commissioner", must accompany the filing of the attached application (see Regulation 1501 (formerly 5.1513.0001)).

STATE OF DELAWARE
OFFICE OF THE STATE BANK COMMISSIONER

Application for Certificate of Public Convenience
And Advantage Pursuant to Section 1513 Of
Title 5 of The Delaware Code

PROPOSED TITLE		
STREET ADDRESS		CITY
COUNTY	STATE	ZIP CODE
NAME OF INCORPORATOR(S)		
ADDRESS OF INCORPORATOR		

I (we), the undersigned incorporator(s), hereby apply for a Certificate of Public Convenience and Advantage with respect to the proposed credit card institution (hereinafter referred to as the "Bank"). In making this application, I (we) am (are) not acting as agent(s) for other persons undisclosed to the State Bank Commissioner. In support of this application, I (we) hereby make the following statements and representations and submit the following information for the purpose of inducing the State Bank Commissioner to issue such Certificate of Public Convenience and Advantage:

THE UNDERSIGNED HEREBY CERTIFIES that the statements contained herein are true to my best knowledge and belief.

_____ SIGNATURE	_____ NAME
	_____ DATE

I. FINANCIAL HISTORY AND CONDITION**A. PRO FORMA STATEMENT OF CONDITION - BEGINNING OF BUSINESS**

ASSETS		LIABILITIES AND CAPITAL	
Description	AMOUNT	Description	AMOUNT
Cash and due from banks		LIABILITIES	
Securities			
Loans			
Premises		TOTAL LIABILITIES	
Furniture, fixtures and equipment		CAPITAL	
Other assets			
Net organization expense (Same as 1E)		Total Capital Accounts (Same as II A)	
TOTAL ASSETS		TOTAL LIABILITIES AND CAPITAL	

B. SINGLE OFFICE OF BANK THAT ACCEPTS DEPOSITS

INSTRUCTIONS: Complete all appropriate sections below. Where not applicable, insert None. When the disclosure of any information may adversely affect ongoing negotiations, include such information in the Confidential Section of this application. Copies of any completed contracts should be submitted for the confidential use of the State Bank Commissioner.

1. Type of Occupancy (Check all which apply to indicate both type of quarters at opening and contemplated permanent quarters.)

☐ Permanent quarters leased (Complete 2 and 3 below) ☐ Permanent quarters owned (Complete 2 and 4 below)

☐ Temporary quarters (Complete 5 below)

2. DESCRIPTION OF PREMISES

DIMENSIONS OF LOT	DIMENSIONS OF BUILDING	NO. OF STORIES	NO. PARKING SPACES	

TYPE OF CONSTRUCTION OF BUILDING

DETAILS OF BUILDING INTERIOR (Mention all employee facilities and size of lobby area)

3. PREMISES LEASED

NAME OF OWNER	COST OR APPRAISED VALUE OF PREMISES	INSURANCE TO BE CARRIED
COST AND DESCRIPTION OF LEASEHOLD IMPROVEMENTS		ANNUAL RENTAL
		ANNUAL AMORTIZATION

TERMS OF LEASE (Include renewal options)

I. FINANCIAL HISTORY AND CONDITION (Continued)

Copies of any lease should be submitted for the confidential use of the State Bank Commissioner. Except where State law obviates the need, a clause similar to the following should be incorporated in all leases drawn for a term exceeding one year in connection with this application:

“Notwithstanding any other provisions contained in this lease, in the event the Lessee is closed or taken over by the banking authority of the State of Delaware, or other bank supervisory authority, the Lessor may terminate the lease only with the concurrence of such banking authority or other bank supervisory authority, and any such authority shall in any event have the election either to continue or to terminate the lease. Provided, that in the event this lease is terminated, the maximum claim of Lessor for damages or indemnity for injury resulting from the rejection or abandonment of the unexpired term of the lease shall in no event be in an amount exceeding the rent reserved by the lease, without acceleration, for the year next succeeding the date of the surrender of the premises to the Lessor, or the date of re-entry of the Lessor, whichever first occurs, whether before or after the closing of the bank, plus an amount equal to the unpaid rent accrued, without acceleration up to such date.”

4. PREMISES OWNED

EXISTING STRUCTURE

NAME OF SELLER	DATE CONSTRUCTED	COST TO BANK
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COST AND DESCRIPTION OF NECESSARY REPAIRS AND ALTERATIONS

Assessed Valuation	Insurance to be Carried	Estimated Annual Depreciation	Depreciation Method
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PROPOSED STRUCTURE

IMPORTANT: In estimating cost of construction, include architect's fee, site preparation, paving and landscaping

NAME OF SELLER OF LOT		COST OF LOT TO BANK	CONSTRUCTION COST
Estimated Assessed Valuation	Insurance to be Carried	Estimated Annual Depreciation	Depreciation Method

IS THE BANK STRUCTURE TO BE DESIGNED TO PERMIT ADDITIONS TO THE BUILDING AT A LATER DATE? ☐ YES ☐ NO

5. TEMPORARY QUARTERS

NAME OF OWNER	COST OR MONTHLY RENTAL
LOCATION (Include distance and direction from permanent quarters)	INSURANCE TO BE CARRIED

DESCRIPTION OF FACILITIES AND SERVICES OFFERED (Submit copies of lease or other contracts)

COMMENTS

I. FINANCIAL HISTORY AND CONDITION (Continued)

C. PROPOSED INVESTMENT IN AND RENTAL OF FURNITURE, FIXTURES AND EQUIPMENT

ITEM		TOTAL NO. OF UNITS	TOTAL COST (If Owned)	ANNUAL RENTAL (If Leased)
Safe				
Vault Door				
Vault Ventilator				
Counter and Gate Fixtures				
Night Depository				
Tellers chests				
Adding Machines				
Automobiles				
Canceling Machine				
Checkwriter				
*Electronic Data Processing Equipment				
Microfilmer				
Posting Machines				
Proof Machines				
Tellers' Machines				
Typewriters				
Chairs				
Desks				
Filing Cabinets				
Tables				
Air Conditioning System				
Heating System				
Carpeting				
Draperies				
Other (Specify):				
TOTALS				
TOTAL INSURANCE TO BE CARRIED		TOTAL ANNUAL DEPRECIATION		DEPRECIATION METHOD

I. FINANCIAL HISTORY AND CONDITION (Continued)

*LIST ALL ITEMS COMPRISING THIS EDP INVENTORY AND LIST THE APPLICATIONS THAT WOULD BE PROCESSED ON PREMISES.

DO PROPONENTS PLAN TO CONTRACT FOR OFF-PREMISE ELECTRONIC DATA PROCESSING SERVICE?

☐ YES ☐ NO (If yes, list servicer(s) if known and the applications that would be processed off-premise. Attach copies of any electronic data processing agreements that have been executed.)

DO PROPOSED FIXED ASSET EXPENDITURES CONFORM TO STATUTORY LIMITATIONS? ☐ YES ☐ NO
(If no, describe the deficiency and management's plan to correct it.)

D.1 RELATIONSHIPS AND ASSOCIATIONS WITH BANK

ARE ANY ARCHITECTS, REAL ESTATE BROKERS, THE SELLERS OR LESSORS OF LAND, BUILDINGS OR EQUIPMENT LISTED HEREIN OTHERWISE DIRECTLY OR INDIRECTLY ASSOCIATED WITH THE APPLICANT?
☐ YES ☐ NO (If yes, complete the following table)

NAME	ITEM (Mark Appropriate Column)			RELATIONSHIP OR ASSOCIATION WITH BANK (Specify Director, Officer, 5% Stockholder, or their relatives Designate any business interests of the aforementioned)
	Land	Building	Equipment	

IMPORTANT: Payment to related parties must be fully supported in the CONFIDENTIAL SECTION of this application. Upon organization, the proposed bank will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by any existing financial institution, or others, to any of the individuals listed above for the purpose of obtaining funds to purchase the fixed assets.

D.2 FULL DISCLOSURE OF INSIDER TRANSACTIONS

Full disclosure will be required in writing to all directors and shareholders concerning all insider transactions including fixed asset involvements and attorney, consultant and similar fees in excess of \$5,000. If such disclosure has been made, attach a copy thereof, indicate to whom the disclosure was made, and the date of such disclosure. If disclosure has not been made, indicate plans in this regard.

I. FINANCIAL HISTORY AND CONDITION (Continued)

E. ORGANIZATION EXPENSES

INSTRUCTIONS: List all expenses related to the organization of the Bank. Include all expenses paid, additional costs anticipated prior to the opening date, and include any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date. This subsection E need not be completed if the organizational expenses do not exceed five percent of the proposed Bank's initial capitalization.

IMPORTANT: If legal or other fees appear to be excessive in volume or amount, supportive documentation will be required.

NAME OF RECIPIENT	ASSOCIATION WITH BANK			TYPE OF RELATIONSHIP (Specify Director, Officer, 5% stockholder, or their relatives. Designate any business interests of the aforementioned)	AMOUNT
	Mark appropriate column				
	Direct	Indirect	None		
Attorney Fees					
1. TOTAL ATTORNEY FEES					
Consultant Fees:					
2. TOTAL CONSULTANT FEES					
3. TOTAL PRE-OPENING SALARIES					
4. TOTAL PRE-OPENING TRAVEL AND ENTERTAINMENT					
5. TOTAL APPLICATION AND INVESTIGATION FEES					
Other Expenses: (Describe in detail any item in excess of \$1,000)					
6. TOTAL OTHER EXPENSES					
Total Organization Expenses (Sum of lines 1 thru 6 above)					
Pre-opening income					
NET TOTAL					
DESCRIBE SOURCE OF PRE-OPENING INCOME					

DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID

II. ADEQUACY OF THE CAPITAL STRUCTURE

A. PROPOSED PAID-IN CAPITAL STRUCTURE

IMPORTANT: Upon organization, the proposed bank will not refinance, directly or indirectly, any loan, advance, or credit extension originally made by an existing financial institution, or others, to any subscriber or shareholder for the purpose of obtaining funds to purchase stock in the proposed bank.

DESCRIPTION	AMOUNT
Common capital (no. of shares @ par value)	
Surplus	
Organization expense fund	
Other capital segregations	
TOTAL	
LIST AMOUNTS AND RECIPIENTS OF ANY FEES OR COMMISSIONS IN CONNECTION WITH THE SALE OF STOCK	SALE PRICE PER SHARE

NOTE: Attach a copy of the stock subscription form which will be used in connection with the issuance of capital stock. A substantially complete list of stock subscribers will have to be submitted before the application can be processed.

B. ESTIMATED DEPOSITS

ELIGIBLE* DEPOSITS OF:	AVERAGE DURING		
	First Year	Second Year	Third Year
INDIVIDUALS, PARTNERSHIPS, AND CORPORATIONS			
PUBLIC FUNDS			
BANKS AND OTHER FINANCIAL INSTITUTIONS			
TOTAL ELIGIBLE DEPOSITS			

*Eligible deposits are deposits bearing a maturity of no less than 30 days in an amount not less than \$100,000.

THE ABOVE ESTIMATES ARE BASED ON THE FOLLOWING DATA AND ASSUMPTIONS:

IMPORTANT: The bank will at all times maintain adequate capital accounts in relation to the true value of its total assets.

III. FUTURE EARNINGS PROSPECTS

The prospective incorporator(s) are of the opinion that within a reasonable period after commencement of business, the earnings of the proposed bank will be sufficient to cover all operating expenses, losses and charge-offs and to provide a reasonable return to shareholders.

A. ESTIMATED AVERAGE DEPOSITS AND ASSETS

INSTRUCTIONS: Average deposits for the second and third years are computed by adding figures at the end of the preceding year to the totals at the end of the subject year and dividing by two (*Refer to II, B*).

DESCRIPTION	AVERAGE DURING		
	First Year	Second Year	Third Year
AVERAGE DEPOSIT VOLUME:			
A. Demand deposits			
B. Interest bearing deposits			
Total estimated average deposit volume			
Capital paid in (<i>Should agree with II, A</i>)			
Total estimated average assets			

B. ESTIMATED INCOME AND EXPENSES

INSTRUCTIONS: Gross Income is calculated by multiplying the estimated return on assets by the total estimated average assets above. Describe in Comments below or in the CONFIDENTIAL SECTION the assumption on which the estimated return and the expense estimates are based.

DESCRIPTION	ESTIMATED AMOUNT		
	First Year	Second Year	Third Year
Gross Income (% % %)			
EXPENSES:			
1. Salaries and benefits			
2. Interest on deposits			
3. Net occupancy expense (<i>details below</i>)			
4. Furniture and equipment (<i>depreciation, rental, maintenance, etc.</i>)			
5. Provision for loan losses			
6. Other operating expenses:			
Advertising			
Telephone			
Legal			
Postage			
Computer services			
Directors' fees			
Assessments by regulatory authorities			
Miscellaneous			
7. Net organization expenses (<i>1st year only. Should agree with 1E</i>).			
TOTAL ESTIMATED EXPENSES			
ESTIMATED NET PROFIT OR (LOSS)			
OCCUPANCY EXPENSE:			
Rent			
Depreciation			
Repairs			
Maintenance (<i>including building staff salaries</i>)			
Insurance			
Taxes on real estate			
Utilities (<i>heat, light, power, etc.</i>)			
Other occupancy cost			
TOTAL OCCUPANCY EXPENSES			
Less: Rental Income			
Net occupancy cost (<i>should agree with line 3 above</i>)			

NOTE: The above schedule should be completed on the basis of utilization of an accrual accounting system of bookkeeping which the applicant agrees to adopt.

COMMENTS

IV. GENERAL CHARACTER OF THE MANAGEMENT

A. DIRECTORS AND OFFICERS

INSTRUCTIONS: List alphabetically, by group, all Directors and Non-director Officers. Indicate the status of each individual listed by checking the appropriate box at left (D - Director, O - Officer). If disclosure of any of the proposed officers of the proposed bank would jeopardize current employment, include the information in the Confidential Section.

STATUS (Check)	NAME AND ADDRESS (Including ZIP Code)	OCCUPATION	TITLE
<input type="checkbox"/> D			
<input type="checkbox"/> O			
<input type="checkbox"/> D			
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<input type="checkbox"/> D			
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DISCUSS CHANGES CONTEMPLATED IN THE PROPOSED DIRECTORATE OR ACTIVE MANAGEMENT DURING THE FIRST YEAR (If none, so state)

IV. GENERAL CHARACTER OF THE MANAGEMENT (Continued)

B. COMMITTEES

LOAN

NAMES OF MEMBERS

DUTIES

INVESTMENT

NAMES OF MEMBERS

DUTIES

AUDIT

NAMES OF MEMBERS

DUTIES

C. FIDELITY COVERAGE

The applicant bank will at all times maintain sufficient surety bond coverage on its active officers and employees to conform with generally accepted banking practices and will at all times maintain an excess employee dishonesty bond in the amount of \$1,000,000 or more.

D. REPRESENTATIONS

1. Is the prospective incorporator acting as representative of or on behalf of any other person, partnership, association or corporation? ☐ Yes ☐ No (If Yes, explain in Comments below.)

2. Is the prospective incorporator, directly or indirectly, party to any written or oral agreement or understanding providing for sale of the assets of the proposed bank to, or merging or consolidating the proposed bank with, any other financial institution?
☐ Yes ☐ No (If Yes, explain in Comments below.)

E. SALE OF CREDIT LIFE INSURANCE

BRIEFLY DESCRIBE THE PROPOSED BANK'S POLICY WITH RESPECT TO INCOME DERIVED FROM THE SALE OF CREDIT LIFE INSURANCE.

COMMENTS

V. PLAN OF OPERATION/PUBLIC CONVENIENCE AND ADVANTAGE

A. DELAWARE OFFICE ACCEPTING DEPOSITS

With reference to the proposed Bank's Delaware office that will accept deposits, list below or on a separate sheet: (1) the type of building and/or complex (e.g., multistory office building; business or industrial park) in which the office will be located, (2) whether the office is in a retail trade area, (3) a description of the types of other businesses located in the vicinity of the public office, (4) the customer services that will be made available at the public office and (5) a description of any signs, placards, or logos (including the proposed dimensions thereof) that will identify to the public the location of the office (if available, facsimiles should be attached).

V. PLAN OF OPERATION/PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

B. LOCATION AND DESCRIPTION OF OTHER PREMISES

Attached hereto a listing of all premises, if any, proposed to be occupied by the Bank in addition to the Bank's Delaware office that accepts deposits and set forth all information concerning such additional premises that is required for the Bank's office under Section I.B. of this application (include copies of any relevant leases).

C. BUSINESS PLANS

1. Briefly describe the reasons for submitting this Application and how the proposed Bank will become an economically viable institution. Indicate the affiliations expected between the proposed Bank and any other bank, holding company or other financial institution.

V. PLAN OF OPERATION/PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

2. Describe the types of services and products that the proposed Bank plans to offer.

3. Describe the geographic and demographic markets that the proposed Bank expects to principally serve.

V. PLAN OF OPERATION/PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

4. Describe the expected sources of funds for the proposed Bank's lending activities.

5. Set forth a projection of the number of persons who will be employed by the proposed Bank as of the end of each of its first three years of operation, identifying to the extent possible employment categories (e.g., number of secretaries, number of consumer loan officers, number of clerical or data processing personnel, etc.)

V. PLAN OF OPERATION/PUBLIC CONVENIENCE AND ADVANTAGE (Continued)

D. COMMUNITY REINVESTMENT ACT

Applicant bank must adopt a Community Reinvestment Act Statement and Notice as described in Sections 345.4 and 345.6 of the Federal Deposit Insurance Corporation's Rules and Regulations. *Attach* a copy of the Statement and Notice. Describe the policies or specific programs to be used to determine the credit needs of the entire community, including low to moderate income neighborhoods *and* indicate those policies or specific programs which will be implemented to help meet the existing or anticipated credit needs of the entire community, including low to moderate neighborhoods, consistent with safe and sound operation of the bank.

APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY - CONFIDENTIAL SECTION

In preparing your application, keep in mind that the State Bank Commissioner deems that public policy warrants making all information submitted to him in connection with this application available for public review, unless it qualifies for confidential treatment under 29 Del. C. §§ 10002(d), 10112(b)(4), and Superior Court Rule of Civil Procedure 26(c)(7). The Commissioner has determined that trade secrets, proprietary information and confidential financial information useful to applicant in its business will ordinarily qualify for such protection.

However, specific determinations of the question of confidentiality and non-disclosure rests in the first instance in the discretion of the Commissioner and the specific information you include in the following section may be available for public review in the discretion of the Commissioner.

I. FINANCIAL HISTORY AND CONDITION

OUTLINE BELOW INFORMATION WITH REGARD TO FIXED ASSETS WHICH YOU BELIEVE, IF DISCLOSED TO THE PUBLIC, WOULD ADVERSELY AFFECT ONGOING NEGOTIATIONS.

OUTLINE BELOW, IN DETAIL, THE BASIS FOR COST ESTIMATES FOR PREMISES SHOWN IN THE PUBLIC SECTION.

IF FIXED ASSETS ARE TO BE PURCHASED FROM A RELATED PARTY, EVIDENCE OF THE REASONABLENESS OF THE COST(S) MUST BE PROVIDED. ATTACH COPIES OF BIDS, INDEPENDENT APPRAISALS AND/OR OTHER SUPPORTING EVIDENCE.

IF AN INSIDER IS A PARTY TO ANY LEASE CONTRACT IN CONNECTION WITH THE APPLICATION, EXPLAIN THE MANNER IN WHICH LEASE PAYMENTS WERE DETERMINED.

II. ADEQUACY OF CAPITAL STRUCTURE (Continued)

INSTRUCTIONS: List all known subscribers to the capital stock of the Proposed Bank.

[illegible]

III. FUTURE EARNINGS PROSPECTS

ESTIMATE OF SALARIES AND WAGES

Position	First Year	Second Year	Third Year
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OFFICERS

OTHER EMPLOYEES

TOTAL

STIPULATE INTEREST RATES TO BE PAID ON DEPOSITS

EXCHANGE AND SERVICE CHARGE POLICIES TO BE FOLLOWED

COMMENTS (include other information supporting income and expense estimates reported in the Public Section of this application)

IV. GENERAL CHARACTER OF THE MANAGEMENT

NOTE: Attach a copy of the financial report and biographical information form (Federal Deposit Insurance Co. Form FDIC 6200/06) and a stock financing form (6510/05) for each director, each officer and each person owning or subscribing to 5% or more of the total capital.

PROPOSED OFFICERS

NAME	ADDRESS	AGE	OCCUPATION	TITLE

1. Has any proposed director, officer, or employee been convicted of any criminal offense involving dishonesty or a breach of trust? (If Yes, explain in Comments below.)	(Check One)	
	Yes	No
2. Do stock option plans exist? (If Yes, explain in Comments below.)		
3. If stock option plans exist, has full disclosure been made, in writing, to all shareholders? (NOTE: Include a copy of the disclosure statement with your application.)		
4. Have correspondent bank relationships been established? (If Yes, list below)		

LIST NAMES AND ADDRESSES OF ALL CORRESPONDENT BANKS

5. Are there any agreements with correspondent banks, written or oral, establishing balances required to be maintained by the proposed bank in connection with loans to any director, officer, employee, or 5% stockholder for the purpose of financing the purchase of stock in the proposed bank? ☐ Yes ☐ No (If Yes, explain in Comments below.)

6. Are bonus, management or director compensation, or other similar plans in effect or anticipated? ☐ Yes ☐ No (If Yes, attach copies.)

COMMENTS

V. PUBLIC CONVENIENCE AND ADVANTAGE (Cont'd)

LIST THE PROPOSED HOURS OF OPERATION FOR THE PROPOSED BANK